

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
CELSIUS NETWORK LLC, et al.¹	: Case No. 22-10964 (MG)
	:
	: Jointly Administered
Debtor	:
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**ORDER GRANTING APPLICATION OF AD HOC GROUP OF EARN ACCOUNT
HOLDERS PURSUANT TO 11 U.S.C. §§ 503(b)(3)(D) AND 503(b)(4) FOR ALLOWANCE
AND PAYMENT OF PROFESSIONAL FEES AND EXPENSES
INCURRED IN MAKING A SUBSTANTIAL CONTRIBUTION**

Upon consideration of the Application of the Ad Hoc Group of Earn Account Holders (“Ad Hoc Earn Group”) pursuant to 11 U.S.C. §§ 503(b)(3)(D) and 503(b)(4) for Allowance and Payment of Professional Fees and Expenses Incurred in Making a Substantial Contribution (the “Application”)²; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due sufficient notice of the Application having been provided; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Application is in the best interest of the Debtors, their estates, and stakeholders; and after due consideration and sufficient cause appearing therefor;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC’s principal place of business is 121 River Street, PH05, Hoboken, New Jersey 07030.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Application.

IT IS HEREBY FOUND THAT the Ad Hoc Earn Group has made a substantial contribution to the Debtors' estates within the meaning of section 503(b)(3)(D) of the Bankruptcy Code; and

IT IS FURTHER FOUND THAT the Ad Hoc Earn Group is entitled to the allowance of an administrative expense claim under section 503(b)(4) of the Bankruptcy Code for reasonable compensation for professional services rendered and expenses incurred by its counsel, Offit Kurman, P.A, in connection with its substantial contribution in these Chapter 11 cases. Now, therefore, it is hereby:

ORDERED, that the Application is **GRANTED** as set forth herein; and it is further

ORDERED, that, the Debtors are authorized and directed to pay Offit Kurman, P.A. the sum of \$336,385.93 for professional fees and expenses incurred through September 28, 2023 as counsel to the Ad Hoc Earn Group pursuant to the Plan; and it is further

ORDERED, that the Debtors are authorized to pay Offit Kurman, P.A. the sum of \$4,830.82 to reimburse Ad Hoc Earn Group members for the actual, necessary expenses they incurred as members of the Ad Hoc Earn Group pursuant to the Plan; and it is further

ORDERED, that the Debtors are authorized to pay Offit Kurman, P.A. for all reasonable fees and expenses incurred as counsel to the Ad Hoc Earn Group in an amount not to exceed \$100,000 on the Effective Date following confirmation of and pursuant to the Plan; and it is further

ORDERED, that the Debtors are hereby authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED, that the Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

DATED: _____, 2023

HONORABLE MARTIN GLENN
CHIEF UNITED STATES BANKRUPTCY JUDGE